

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:
FRANCHISE GROUP, INC., *et al.*,¹
Debtors.

Chapter 11
Case No. 24-12480 (JTD)
(Jointly Administered)

AFFIDAVIT OF SERVICE

I, Nicholas Vass, depose and say that I am employed by Kroll Restructuring Administration LLC (“**Kroll**”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On December 13, 2024, at my direction and under my supervision, employees of Kroll caused the following document to be served by the method set forth on the Core/2002 Agenda Service List attached hereto as **Exhibit A**:

- Notice of Agenda for Hearing of Matters Scheduled for December 17, 2024 at 11:00 a.m. (ET) [Docket No. 429]

On December 13, 2024, at my direction and under my supervision, employees of Kroll caused the following documents to be served by the method set forth on the Core/2002 Service List attached hereto as **Exhibit B**:

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

- Debtors' Fourth Omnibus Motion for Entry of an Order, Authorizing the Debtors to (I) Reject Certain Unexpired Leases and Executory Contracts, Effective as of the Rejection Date; and (II) Abandon Personal Property [Docket No. 433] (the "***Fourth Omnibus Rejection Motion***")
- Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, With Such Interests to Attach to the Proceeds, and (B) Granting Related Relief [Docket No. 435] (the "***Private Sale Motion***")

On December 13, 2024, at my direction and under my supervision, employees of Kroll caused the Fourth Omnibus Rejection Motion to be served via overnight mail on the Contract Parties Service List attached hereto as **Exhibit C**.

On December 16, 2024, at my direction and under my supervision, employees of Kroll caused the Private Sale Motion to be served by the method set forth on the Notice Parties Service List attached hereto as **Exhibit D**.

Dated: December 20, 2024

/s/ Nicholas Vass
Nicholas Vass

State of New York County of
New York

Subscribed and sworn (or affirmed) to me on December 20, 2024, by Nicholas Vass, proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

/s/ Paul Pullo
Notary Public, State of New York
No. 01PU6231078
Qualified in Nassau County
Commission Expires November 15, 2026

Exhibit A

Exhibit A
 Core/2002 Agenda Service List
 Served as set forth below

DESCRIPTION	NAME	ADDRESS	FAX	EMAIL	METHOD OF SERVICE
Counsel to Azalea Joint Venture, LLC, Brixmor Operating Partnership LP, Continental Realty Corporation, Federal Realty OP LP, FR Grossmont, LLC, Prime/FRIT Mission Hills, LLC, and ShopOne Centers REIT, Inc.	Ballard Spahr LLP	Attn: Leslie C. Heilman, Laurel D. Roglen, Margaret A. Vesper 919 North Market Street 11th Floor Wilmington DE 19801		heilmanl@ballardspahr.com roglenl@ballardspahr.com vesperm@ballardspahr.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT, LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Kevin M. Newman Barclay Damon Tower 125 East Jefferson Street Syracuse NY 13202		knewman@barclaydamon.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT, LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Niclas A. Ferland 545 Long Wharf Drive Ninth Floor New Haven CT 06511		nferland@barclaydamon.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT, LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Scott L. Fleischer 1270 Avenue of the Americas Suite 501 New York NY 10020		sfleischer@barclaydamon.com	Email
Counsel to Drink LMNT, Inc.	Barnes & Thornburg LLP	Attn: Kevin G. Collins 222 Delaware Avenue, Suite 1200 Wilmington DE 19801		kevin.collins@btlaw.com	Email
Counsel to Elanco US Inc.	Barnes & Thornburg LLP	Attn: Kevin G. Collins, Mark R. Owens 222 Delaware Avenue, Suite 1200 Wilmington DE 19801		kevin.collins@btlaw.com mark.owens@btlaw.com	Email
Counsel for Kin Properties, Inc., Jefan LLC, Aberdeen Oklahoma Associates, Pasan LLC, Esan LLC, Fundamentals Company LLC, Muffrey LLC, Fundamentals Company, Kinpark Associates, Laurie Industries Inc., Alisan Trust, Dialjeff Trust, Stowsan Limited Partnership, Esue LLC, Alisan LLC, and Roseff LLC	Bayard, P.A.	Attn: Ericka F. Johnson 600 N. Market Street, Suite 400 Wilmington DE 19801		ejohnson@bayardlaw.com	Email
Counsel to Babson Macedonia Partners, LLC	Benesch Friedlander Coplan & Aronoff LLP	Attn: Kevin M. Capuzzi, Juan E. Martinez 1313 North Market Street, Suite 1201 Wilmington DE 19801-6101		kcapuzzi@beneschlaw.com jmartinez@beneschlaw.com	Email
Counsel to Brian Gale, Mark Noble, Terry Philippas, and Lawrence Bass	Bernstein Litowitz Berger & Grossmann LLP	Attn: Benjamin Potts, Mae Oberste 500 Delaware Avenue Suite 901 Wilmington DE 19801		benjamin.potts@blbglaw.com mae.oberste@blbglaw.com	Email
Counsel to Brian Gale, Mark Noble, Terry Philippas, and Lawrence Bass	Bernstein Litowitz Berger & Grossmann LLP	Attn: Jeroen van Kwawegen, Thomas James 1251 Avenue of the Americas New York NY 10020		jeroen@blbglaw.com thomas.james@blbglaw.com	Email

Exhibit A
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DESCRIPTION	NAME	ADDRESS	FAX	EMAIL	METHOD OF SERVICE
Counsel to Doctor's Best Inc	Blakeley LC	Attn: Scott Blakeley 530 Technology Drive Suite 100 Irvine CA 92618		SEB@BlakeleyLC.com	Email
Counsel for Wilmington Trust, National Association, as Prepetition First Lien Agent and DIP Agent	Blank Rome LLP	Attn: Michael B. Schaedle, Stanley B. Tarr, Jordan L. Williams 1201 N. Market Street, Suite 800 Wilmington DE 19801		mike.schaedle@blankrome.com stanley.tarr@blankrome.com jordan.williams@blankrome.com	Email
Counsel to Brian Gale, Mark Noble, Terry Philippas, and Lawrence Bass	Block & Leviton, LLP	Attn: Kimberly A. Evans, Irene R. Lax 222 Delaware Ave Suite 1120 Wilmington DE 19801		kim@blockleviton.com irene@blockleviton.com	Email
Counsel to Brookfield Properties Retail Inc	Brookfield Properties Retail Inc	Attn: Kristen N. Pate 350 N. Orleans Street Suite 300 Chicago IL 60654-1607		bk@bp retail.com	Email
Counsel to Oracle America, Inc	Buchalter, A Professional Corporation	Attn: Shawn M. Christianson 425 Market Street, Suite 2900 San Francisco CA 94105-3493		schristianson@buchalter.com	Email
Counsel to Comenity Capital Bank	Burr & Forman LLP	Attn: James H. Haithcock, III 420 N. 20th Street, Suite 3400 Birmingham AL 35203		jhaithcock@burr.com	Email
Counsel to Comenity Capital Bank, CTO24 Carolina LLC, as successor in interest to DDR Carolina Pavilion, LP, Sylvan Park Apartments, LLC	Burr & Forman LLP	Attn: J. Cory Falgowski 222 Delaware Avenue, Suite 1030 Wilmington DE 19801		jfalowski@burr.com	Email
Counsel for CTO24 Carolina LLC, as successor in interest to DDR Carolina Pavilion, LP, Sylvan Park Apartments, LLC	Burr & Forman LLP	Attn: J. Ellsworth Summers, Jr., Dana L. Robbins 50 North Laura Street, Suite 3000 Jacksonville FL 32202		esummers@burr.com drobbins@burr.com	Email
Counsel to 3644 Long Beach Road LLC	Certilman Balin Adler & Hyman, LLP	Attn: Richard J. McCord 90 Merrick Avenue 9th Floor East Meadow NY 11554		rmccord@certilmanbalin.com	Email
Counsel to Hilco Merchant Resources, LLC	Chipman Brown Cicero & Cole, LLP	Attn: Mark L. Desgroseilliers Hercules Plaza 1313 North Market St, Suite 5400 Wilmington DE 19801		desgross@chipmanbrown.com	Email
Counsel to Crossroads Centre II, LLC, Surprise Towne Center Holdings, LLC, and VS Tempe, LLC	Clark Hill PLC	Attn: Audrey L. Hornisher 901 Main Street, Suite 6000 Dallas TX 75202		ahornisher@clarkhill.com	Email
Counsel to Crossroads Centre II, LLC, Surprise Towne Center Holdings, LLC, and VS Tempe, LLC	Clark Hill PLC	Attn: Karen M. Grivner 824 N. Market Street, Suite 710 Wilmington DE 19801		kgrivner@clarkhill.com	Email

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 Served as set forth below

DESCRIPTION	NAME	ADDRESS	FAX	EMAIL	METHOD OF SERVICE
Counsel to Missouri Boulevard Investment Company	Cook, Vetter, Doerhoff & Landwehr, P.C.	Attn: John D. Landwehr 231 Madison Street Jefferson City MO 65101		jlandwehr@cvdl.net	Email
Counsel to County of Loudoun, Virginia	County of Loudoun, Virginia	Attn: Belkys Escobar One Harrison Street, SE, 5th Floor PO Box 7000 Leesburg VA 20177-7000		belkys.escobar@loudoun.gov	Email
Counsel to Krober Supply Chain US, Inc	Cowles & Thompson, P.C.	Attn: William L. Siegel 901 Main Street, Suite 3900 Dallas TX 75202		bsiegel@cowlesthompson.com	Email
Counsel to the Prophecy Settlement-related Liquidating Trust 2022-23	Cozen O'Connor	Attn: Marla S. Benedek, Kaan Ekiner 1201 N. Market Street Suite 1001 Wilmington DE 19801		mbenedek@cozen.com kekiner@cozen.com	Email
Counsel to the Prophecy Settlement-related Liquidating Trust 2022-23	Cozen O'Connor	Attn: Brian L. Shaw 123 North Wacker Drive Suite 1800 Chicago IL 60606		bshaw@cozen.com	Email
Counsel to Woodbolt Distribution, LLC, Glanbia Performance Nutrition, Inc., Sunwarrior Ventures LLC d/b/a Sunwarrior LLC and Sun Brothers, LLC	Cross & Simon, LLC	Attn: Christopher P. Simon 1105 North Market Street, Suite 901 Wilmington DE 19801		csimon@crosslaw.com	Email
Counsel to Kawips Delaware Cuyahoga Falls, LLC	Cross & Simon, LLC	Attn: Kevin S. Mann 1105 North Market Street, Suite 901 Wilmington DE 19801		kmann@crosslaw.com	Email
Counsel to Kings Mountain Investments, Inc.	Dentons Sirote PC	Attn: Stephen B. Porterfield 2311 Highland Avenue South P.O. Box 55727 Birmingham AL 35255-5727		stephen.porterfield@dentons.com	Email
Counsel to Ahuja Development LLC	Duane Morris LLP	Attn: Christopher M. Winter, James C. Carignan 1201 N. Market Street, Suite 501 Wilmington DE 19801		cmwinter@duanemorris.com jccarignan@duanemorris.com	Email
Counsel to United Parcel Service, Inc. and its subsidiaries and affiliates	Faegre Drinker Biddle & Reath LLP	Attn: Patrick A. Jackson 222 Delaware Avenue, Suite 1410 Wilmington DE 19801		patrick.jackson@faegredrinker.com	Email
Counsel to United Parcel Service, Inc. and its subsidiaries and affiliates	Faegre Drinker Biddle & Reath LLP	Attn: Michael T. Gustafson 320 South Canal Street, Suite 3300 Chicago IL 60606		mike.gustafson@faegredrinker.com	Email
Counsel to Ad Hoc Group of Freedom Lenders	Farnan LLP	Attn: Brian E. Farnan, Michael J. Farnan 919 North Market Street 12th Floor Wilmington DE 19801		bfarnan@farnanlaw.com mfarnan@farnanlaw.com	Email

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DESCRIPTION	NAME	ADDRESS	FAX	EMAIL	METHOD OF SERVICE
Counsel for Cintas Corporation No. 2	Frost Brown Todd LLP	Attn: Sloane B. O'Donnell Union Trust Building 501 Grant Street, Suite 800 Pittsburgh PA 15219		sodonell@fbtlaw.com	Email
Counsel for WPG Legacy, LLC	Frost Brown Todd LLP	Attn: Erin P. Severini, Joy D. Kleisinger 3300 Great American Tower 301 East Fourth Street Cincinnati OH 45202		eseverini@fbtlaw.com jkleisinger@fbtlaw.com	Email
Counsel to ACAR Leasing LTD d/b/a GM Financial Leasing	GM Financial Leasing	Attn: Lorenzo Nunez PO Box 183853 Arlington TX 76096		Customer.service.bk@gmfinancial.com	Email
Counsel to Arizona Nutritional Supplements	Greenberg Traurig, LLP	Attn: Anthony W. Clark, Dennis A. Meloro 222 Delaware Avenue Suite 1600 Wilmington DE 19801		Anthony.Clark@gtlaw.com Dennis.Meloro@gtlaw.com	Email
Counsel to Harris County, Harris County Flood Control District, Harris County Port of Houston Authority, Harris County Hospital District, and Harris County Department of Education (hereinafter "Harris County")	Harris County Attorney's Office	Susan Fuertes Attn: Property Tax Division P.O. Box 2848 Houston TX 77252		taxbankruptcy.cao@harriscountytexas.gov	Email
Counsel to Alter Domus (US) LLC	Holland & Knight LLP	Attn: Phillip W. Nelson 150 N. Riverside Plaza, Suite 2700 Chicago IL 60606		phillip.nelson@hklaw.com	Email
IRS Insolvency Section	Internal Revenue Service	Centralized Insolvency Operation 1111 Constitution Ave., NW Washington DC 20224	855-235-6787		Facsimile
Counsel to BCDC Portfolio Owner LLC, BCHQ Owner LLC, Brookfield Properties Retail, Inc., Curbline Properties Corp., First Washington Realty, GCP Boom LLC, JLL Property Management (Franklin Mall), Kite Realty Group, L.P., NNN REIT, Inc., Regency Centers, L.P., Shamrock A. Owner LLC, and SITE Centers Corp.	Kelley Drye & Warren LLP	Attn: Robert L. LeHane, Jennifer D. Raviele, Allison Selick 3 World Trade Center 175 Greenwich Street New York NY 10007		KDWBANKRUPTCYDEPARTMENT@KELLEYDRYE.COM rlehane@kellydrye.com jraviele@kellydrye.com aselick@kellydrye.com	Email
Counsel to Ken Burton, Jr., Manatee County Tax Collector	Ken Burton, Jr., Manatee County Tax Collector	Attn: Michelle Leeson, Paralegal, Collections Specialist, CFCA 1001 3rd Ave W, Suite 240 Brandenton FL 34205-7863		legal@taxcollector.com	Email
Counsel to Frontier Bel Air LLC, Frontier Dania LLC, Frontier Osceola LLC, Frontier Dover LLC, Frontier Kissimmee LLC	Kerrick Bachert PSC	Attn: Scott A. Bachert 1411 Scottsville Road P. O. Box 9547 Bowling Green KY 42102-9547	270-782-5856		Overnight Mail and Facsimile
Counsel to Brian Gale, Mark Noble, Terry Philippas, and Lawrence Bass	Kessler Topaz Meltzer & Check LLP	Attn: J. Daniel Albert, Michael McCutcheon 280 King of Prussia Rd Radnor PA 19087		dalbert@ktmc.com mmccutcheon@ktmc.com	Email
Counsel to Blue Owl Real Estate Capital LLC, BCDC Portfolio Owner LLC, and BCHQ Owner LLC	Kirkland & Ellis LLP Kirkland & Ellis International LLP	Attn: Connor K. Casas 333 West Wolf Point Plaza Chicago IL 60654		connor.casas@kirkland.com	Email

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DESCRIPTION	NAME	ADDRESS	FAX	EMAIL	METHOD OF SERVICE
Counsel to Blue Owl Real Estate Capital LLC, BCDC Portfolio Owner LLC, and BCHQ Owner LLC	Kirkland & Ellis LLP Kirkland & Ellis International LLP	Attn: Steven N. Serajeddini P.C. 601 Lexington Avenue New York NY 10022		steven.serajeddini@kirkland.com	Email
Counsel to Blue Owl Real Estate Capital LLC, BCDC Portfolio Owner LLC, and BCHQ Owner LLC	Klehr Harrison Harvey Branzburg LLP	Attn: Domenic E. Pacitti 919 N. Market Street, Suite 1000 Wilmington DE 19801-3062		dpacitti@klehr.com	Email
Counsel to Blue Owl Real Estate Capital LLC, BCDC Portfolio Owner LLC, and BCHQ Owner LLC	Klehr Harrison Harvey Branzburg LLP	Attn: Morton R. Branzburg 1835 Market Street, Suite 1400 Philadelphia PA 19103		mbranzburg@klehr.com	Email
Counsel to Oxford Valley Road Associates, L.P.	Kurtzman Steady LLC	Attn: Jeffrey Kurtzman 101 N. Washington Avenue Suite 4A Margate NJ 08402		kurtzman@kurtzmansteady.com	Email
Counsel to the Ad Hoc Group of First Lien Lenders and DIP Lenders	Landis Rath & Cobb LLP	Attn: Adam G. Landis, Matt McGuire, Elizabeth Rogers 919 Market Street Suite 1800 P.O. Box 2087 Wilmington DE 19801		landis@lrclaw.com mcguire@lrclaw.com erogers@lrclaw.com	Email
Counsel to JPMorgan Chase Bank, N.A., as Prepetition ABL Agent	Latham & Watkins LLP	Attn: Andrew Sorkin 555 Eleventh Street NW Suite 1000 Washington DC 20004		andrew.sorkin@lw.com	Email
Counsel to JPMorgan Chase Bank, N.A., as Prepetition ABL Agent	Latham & Watkins LLP	Attn: James Ktsanes, Timothy Beau Parker 330 N Wabash Avenue Suite 2800 Chicago IL 60611 Canada		james.ktsanes@lw.com beau.parker@lw.com	Email
Counsel to the ABL Secured Parties	Latham & Watkins LLP	Attn: Jennifer Ezring, James Ktsanes, Andrew Sorkin 1271 Avenue of the Americas New York NY 10020		Jennifer.Ezring@lw.com James.Ktsanes@lw.com andrew.sorkin@lw.com	Email
Counsel to BCDC Portfolio Owner LLC, BCHQ Owner LLC, Brookfield Properties Retail, Inc., Curbline Properties Corp., First Washington Realty, GCP Boom LLC, JLL Property Management (Franklin Mall), Kite Realty Group, L.P., NNN REIT, Inc., Regency Centers, L.P., Shamrock A. Owner LLC, and SITE Centers Corp.	Law Office of Susan E. Kaufman	Attn: Susan E. Kaufman 919 N. Market Street, Suite 460 Wilmington DE 19801		skaufman@skaufmanlaw.com	Email
Counsel to Bexar County, City of El Paso	Linebarger Goggan Blair & Sampson, LLP	Attn: Don Stecker 112 E. Pecan Street, Suite 2200 San Antonio TX 78205		sanantonio.bankruptcy@lgb.com	Email
Counsel to Dallas County	Linebarger Goggan Blair & Sampson, LLP	Attn: John K. Turner 2777 N. Stemmons Freeway Suite 1000 Dallas TX 75207		dallas.bankruptcy@lgb.com	Email

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DESCRIPTION	NAME	ADDRESS	FAX	EMAIL	METHOD OF SERVICE
Counsel to Hopkins County, Kaufman County, Sulphur Springs ISD, Rockwall CAD, Tarrant County, Navarro County, Smith County, Ellis County, City of Sulphur Springs, Wise County, Tom Green CAD, Grayson County, Gregg County, Prosper ISD, Town of Prosper, City of Carrollton, Northwest ISD, City of Allen, City of Wylie, Lewisville ISD, Allen ISD, City of Frisco, Irving ISD, Parker CAD	Linebarger Goggan Blair & Sampson, LLP	Attn: John Kendrick Turner 3500 Maple Avenue Suite 800 Dallas TX 75219		dallas.bankruptcy@lgb.com	Email
Counsel to Nueces County, McLennan County, Kerr County, Hidalgo County, City of McAllen	Linebarger Goggan Blair & Sampson, LLP	Attn: Diane W. Sanders PO Box 17428 Austin TX 78760-7428		austin.bankruptcy@lgb.com	Email
Counsel to Cypress-Fairbanks ISD, Harris County, Galveston County, Montgomery County, Ford Bend County, Katy ISD, Harris CO ESD # 08, City of Houston, Montgomery County, Harris CO ESD # 48, Lone Star College System, Harris CO ESD # 16, Harris CO ESD # 11, Houston ISD, Galveston County, Harris CO ESD # 09, Cypress-Fairbanks ISD, Deer Park ISD, Fort Bend County, Houston Comm Coll System, City of Pasadena, Jefferson County	Linebarger Goggan Blair & Sampson, LLP	Attn: Tara L. Grundemeier PO Box 3064 Houston TX 77253-3064		houston_bankruptcy@lgb.com	Email
Counsel to Woodbolt Distribution, LLC, Glanbia Performance Nutrition, Inc., Sunwarrior Ventures LLC d/b/a Sunwarrior LLC and Sun Brothers, LLC	Lowenstein Sandler LLP	Attn: Michael S. Etkin, Michael Papandrea One Lowenstein Drive Roseland NJ 07068		metkin@lowenstein.com mpapandrea@lowenstein.com	Email
Counsel to Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County	McCreary, Veselka, Bragg, & Allen, P.C.	Attn: Julie Anne Parsons 700 Jeffrey Way, Suite 100 Round Rock TX 78665		jparsons@mvalaw.com	Email
Counsel to Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County	McCreary, Veselka, Bragg, & Allen, P.C.	Attn: Julie Anne Parsons P.O. Box 1269 Round Rock TX 78680-1269		jparsons@mvalaw.com	Email
Counsel to Parm Golf Center LLC	McKenna Storer	Attn: David A. Shapiro 33 N. LaSalle Street Suite 1400 Chicago IL 60602		dshapiro@mckenna-law.com service@mckenna-law.com	Email
Counsel to Prince George's County, Maryland	Meyers, Rodbell & Rosenbaum, P.A.	Attn: Nicole C. Kenworthy 6801 Kenilworth Avenue, Suite 400 Riverdale MD 20737-1385		bdept@mrrlaw.net	Email
Counsel to New Westgate Mall LLC	Mirick, O'Connell, DeMallie & Lougee, LLP	Attn: Joseph H. Baldiga, Shannah L. Colbert 1800 West Park Dr., Suite 400 Westborough MA 01581		jbalida@mirickoconnell.com scolbert@mirickoconnell.com	Email
Counsel to Kimco Realty Corporation, 2205 Federal Investors, LLC	Monzack Mersky and Browder, P.A.	Attn: Rachel B. Mersky 1201 N. Orange Street, Suite 400 Wilmington DE 19801		rmersky@monlaw.com	Email
Counsel for RCG-PSC Camp Creek Owner, LLC, University Realty Associates, LLC	Morris James LLP	Attn: Carl N. Kunz, III, Christopher M. Donnelly 500 Delaware Avenue, Suite 1500 Wilmington DE 19801		ckunz@morrisjames.com cdonnelly@morrisjames.com	Email

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DESCRIPTION	NAME	ADDRESS	FAX	EMAIL	METHOD OF SERVICE
Counsel to BC Exchange Salt Pond	Munsch Hardt Kopf & Harr, P.C.	Attn: Deborah M. Perry 500 N. Akard Street Suite 4000 Dallas TX 75201-6659		dperry@munsch.com	Email
United States Trustee for the District of Delaware	Office of the United States Trustee for the District of Delaware	Attn: Timothy J. Fox, Esq 844 King Street, Suite 2207 Lockbox 35 Wilmington DE 19801		timothy.fox@usdoj.gov	Email
Counsel to Rockfirm, LLC	Offit Kurman, PA	Attn: Brian J. McLaughlin 222 Delaware Avenue Suite 1105 Wilmington DE 19801		Brian.McLaughlin@offitkurman.com	Email
Counsel to Oklahoma County Treasurer	Oklahoma County Treasurer	Attn: Tammy Jones 320 Robert S. Kerr Room 307 Oklahoma City OK 73102		tammy.jones@oklahomacounty.org	Email
Counsel to the Official Committee of Unsecured Creditors	Pachulski Stang Ziehl & Jones LLP	Attn: Robert J. Feinstein, Alan J. Kornfeld, Theodore S. Heckel 780 Third Avenue, 34th Floor New York NY 10017		rfeinstein@pszjlaw.com akornfeld@pszjlaw.com theckel@pszjlaw.com	Email
Counsel to the Official Committee of Unsecured Creditors	Pachulski Stang Ziehl & Jones LLP	Attn: Bradford J. Sandler, Colin R. Robinson 919 North Market Street, 17th Floor P.O. Box 8705 Wilmington DE 19899-8705		bsandler@pszjlaw.com crobinson@pszjlaw.com	Email
Counsel to Brian Gale, Mark Noble, Terry Philippas, and Lawrence Bass	Pashman Stein Walder Hayden, PC	Attn: Joseph C. Barsalona II 824 North Market Street Suite 800 Wilmington DE 19801		jbarsalona@pashmanstein.com	Email
Counsel to the Ad Hoc Group of First Lien Lenders and DIP Lenders	Paul Hastings LLP	Attn: Nicholas A. Bassett 2050 M Street NW Washington DC 20036		nicholasbassett@paulhastings.com	Email
Counsel to the Ad Hoc Group of First Lien Lenders and DIP Lenders	Paul Hastings LLP	Attn: Jayme Goldstein, Jeremy Evans, Isaac Sasson, Daniel Fliman 200 Park Avenue New York NY 10166		jaymegoldstein@paulhastings.com jeremyevans@paulhastings.com isaacsasson@paulhastings.com danfliman@paulhastings.com	Email
Counsel to Kerrville Independent School District, Copperas Cove Independent School District	Perdue, Brandon, Fielder, Collins & Mott, L.L.P	Attn: Sergio E. Garcia 3301 Northland Drive Suite 505 Austin TX 78731		sgarcia@pbfc.com	Email
Counsel to Lubbock Central Appraisal District Midland County	Perdue, Brandon, Fielder, Collins & Mott, L.L.P	Attn: Laura J. Monroe PO Box 817 Lubbock TX 79408		lmbkr@pbfc.com	Email

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DESCRIPTION	NAME	ADDRESS	FAX	EMAIL	METHOD OF SERVICE
Counsel to Brownsville Independent School District	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Hiram Gutierrez P.O. Box 2916 McAllen TX 78502		edinburgbankruptcy@pbfc.com	Email
Counsel to Magnolia Independent School District and City of Montgomery	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Melissa E. Valdez 1235 North Loop West Suite 600 Houston TX 77008		mvaldez@pbfc.com	Email
Counsel to Potter County Tax Office and Randall County Tax Office	Perdue, Brandon, Fielder, Collins and Mott, L.L.P.	Attn: Alysia Córdova P.O. Box 9132 Amarillo TX 79105		acordova@pbfc.com amabkr@pbfc.com	Email
Counsel for Champion Petfoods USA Inc., Mars Petcare US, Inc. and Mars Fishcare North America, Inc.	Polsinelli PC	Attn: Elisa Hyder Three Logan Square 1717 Arch Street, Suite 2800 Philadelphia PA 19103		ehyder@polsinelli.com	Email
Counsel for Champion Petfoods USA Inc., Mars Petcare US, Inc. and Mars Fishcare North America, Inc.	Polsinelli PC	Attn: Shanti M. Katona, Katherine M. Devanney 222 Delaware Avenue, Suite 1101 Wilmington DE 19801		skatona@polsinelli.com kdevanney@polsinelli.com	Email
Counsel to JPMorgan Chase Bank, N.A., as Prepetition ABL Agent	Potter Anderson & Corroon LLP	Attn: Jeremy W. Ryan, Brett M. Haywood, Ethan H. Sulik 1313 N. Market Street 6th Floor Wilmington DE 19801		jryan@potteranderson.com bhaywood@potteranderson.com esulik@potteranderson.com	Email
Counsel to Whirlpool Corporation	Quarles & Brady LLP	Attn: L. Kate Mason 411 E. Wisconsin Avenue Suite 2400 Milwaukee WI 53202		Katie.Mason@quarles.com	Email
Counsel to B. Riley Principal Investments, LLC and its affiliates	Richards Layton & Finger PA	Attn: John H. Knight, Amanda R. Steele, Alexander R. Steiger One Rodney Square 920 North King Street Wilmington DE 19801		knight@rlf.com steele@rlf.com steiger@rlf.com	Email
Counsel to Hilco Merchant Resources, LLC	Riemer & Braunstein LLP	Attn: Steven Fox Times Square Tower Suite 2506 Seven Times Square New York NY 10036			Overnight Mail
Counsel to Atlantic Plaza Station LLC, Edgewood Station LLC, Fairlawn Station LLC, Harvest Station LLC, Village Mooresville Station LLC, Fairfield Station LLC, Lakewood (Ohio) Station LLC, Shoregate Station LLC, Hartville Station LLC, Jensen Beach Station LLC, Chapel Hill North Station LLC, Five Town Station LLC, Golden Station LLC, Hamilton Ridge Station LLC, Hampton Village Station LLC, Memorial Kirkwood Station LLC, Orchard Square Station LLC, Rainbow Station North LLC, Southfield Station LLC, Stone Gate Station LLC, Valrico Station LLC, Wheat Ridge Station LLC, Summerville Station LLC, and Phillips Edison & Company, Beral, LLP, Laurel Lakes, LLC	Saul Ewing LLP	Attn: Monique B. DiSabatino, Mark Minuti 1201 North Market Street, Suite 2300 P.O. Box 1266 Wilmington DE 19899		monique.disabatino@saul.com mark.minuti@saul.com	Email

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Counsel to Atlantic Plaza Station LLC, Edgewood Station LLC, Fairlawn Station LLC, Harvest Station LLC, Village Mooresville Station LLC, Fairfield Station LLC, Lakewood (Ohio) Station LLC, Shoregate Station LLC, Hartville Station LLC, Jensen Beach Station LLC, Chapel Hill North Station LLC, Five Town Station LLC, Golden Station LLC, Hamilton Ridge Station LLC, Hampton Village Station LLC, Memorial Kirkwood Station LLC, Orchard Square Station LLC, Rainbow Station North LLC, Southfield Station LLC, Stone Gate Station LLC, Valrico Station LLC, Wheat Ridge Station LLC, Summerville Station LLC, and Phillips Edison & Company	Saul Ewing LLP	Attn: Turner N. Falk Centre Square West 1500 Market Street, 38th Floor Philadelphia PA 19102		turner.falk@saul.com	Email
Securities and Exchange Commission	Securities & Exchange Commission - NY Office	Attn: Bankruptcy Department Brookfield Place 200 Vesey Street, Suite 400 New York NY 10281-1022		bankruptcynoticeschr@sec.gov nyrobankruptcy@sec.gov	Email
Securities and Exchange Commission	Securities & Exchange Commission - Philadelphia Office	Attn: Bankruptcy Department One Penn Center 1617 JFK Blvd, Suite 520 Philadelphia PA 19103		secbankruptcy@sec.gov	Email
Counsel to Shanri Holdings Corporation	Sessions, Fishman & Nathan, LLC	Attn: J. David Forsyth 400 Poydras Street Suite 2550 New Orleans LA 70130		jdf@sessions-law.com bateman@sewkins.com	Email
Counsel to the DIP Agent, Wilmington Trust, National Association, as Prepetition First Lien Agent and DIP Agent	Seward & Kissel LLP	Attn: Gregg Bateman, Sagar Patel, Michael Danenberg, John R. Ashmead, Gregg S. Bateman, Andrew J. Matott One Battery Park Plaza New York NY 10004		patel@sewkins.com danenberg@sewkins.com ashmead@sewkins.com bateman@sewkins.com matott@sewkins.com	Email
Counsel to Sayville Plaza Development, LLC	Shipman & Goodwin LLP	Attn: Eric S. Goldstein One Constitution Plaza Hartford CT 06103-1919		egoldstein@goodwin.com bankruptcy@goodwin.com bankruptcyparalegal@goodwin.com	Email
Counsel to ShopCore Properties and its related entities	ShopCore Properties	Attn: William F. McDonald III 10920 Via Frontera, Suite 220 San Diego CA 92127		wmcdonald@shopcore.com	Email
Counsel to Simon Property Group, Inc. and its related entities	Simon Property Group, Inc.	Attn: Ronald M. Tucker 225 West Washington Street Indianapolis IN 46204		rtucker@simon.com	Email
Counsel to Paoli Shopping Center Limited Partnership, Phase II	Sirlin Lesser & Benson, P.C.	Attn: Dana S. Plon 123 South Broad Street, Suite 2100 Philadelphia PA 19109		dplon@sirlinlaw.com	Email
Counsel to Peoria Rental Properties, LLC	Stark & Stark, P.C.	Attn: Joseph H. Lemkin PO Box 5315 Princeton NJ 08543		jlemkin@stark-stark.com	Email
Counsel to Dell Financial Service L.L.C.	Streusand, Landon Ozburn & Lemmon, LLP	Attn: Sabrina L. Streusand 1801 S. MoPac Expressway, Suite 320 Austin TX 78746		streusand@slollp.com	Email

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DESCRIPTION	NAME	ADDRESS	FAX	EMAIL	METHOD OF SERVICE
Counsel to Whirlpool Corporation	Sullivan Hazeltine Allinson LLC	Attn: William A. Hazeltine 919 N. Market Street Suite 420 Wilmington DE 19801		whazeltine@sha-llc.com	Email
Counsel to Raymond Leasing Corporation	Swanson, Martin & Bell, LLP	Attn: Charles S. Stahl, Jr. 2525 Cabot Drive Suite 204 Lisle IL 60532		cstahl@smbtrials.com	Email
Counsel for Kin Properties, Inc., Jefan LLC, Aberdeen Oklahoma Associates, Pasan LLC, Esan LLC, Fundamentals Company LLC, Muffrey LLC, Fundamentals Company, Kinpark Associates, Laurie Industries Inc., Alisan Trust, Diajeff Trust, Stowsan Limited Partnership, Esue LLC, Alisan LLC, and Roseff LLC	Tayman Lane Chaverri LLP	Attn: Jeffrey Rhodes 2001 L Street, NW, Suite 500 Washington DC 20036		jrhodes@tlclawfirm.com	Email
Counsel to Creditor, Parkridge Center Retail, LLC	Tenenbaum & Saas, P.C.	Attn: Bradshaw Rost 4504 Walsh Street, Suite 200 Chevy Chase MD 20815		BRost@tspclaw.com	Email
Counsel to the Texas Comptroller of Public Accounts	Texas Attorney General's Office	Attn: Christopher S. Murphy, Assistant Attorney General Bankruptcy & Collections Division P.O. Box 12548 Austin TX 78711-2548		christopher.murphy@oag.texas.gov	Email
Counsel to LU Candlers Station Holdings, LLC	Thompson Hine LLP	Attn: Louis F Solimine 312 Walnut Street Suite 2000 Cincinnati OH 45202-4029		Louis.Solimine@ThompsonHine.com	Email
Counsel to Northside Village Conyers, LLC	Thompson O'Brien Kappler & Nasuti PC	Attn: Michael B. Pugh 2 Sun Court, Suite 400 Peachtree Corners GA 30092		mpugh@tokn.com	Email
Counsel to The J. M. Smucker Company and Amazing Organics LLC t/a Amazing Herbs	Tydings & Rosenberg LLP	Attn: Stephen B. Gerald 200 Continental Drive, Suite 401 Newark DE 19713		sgerald@tydings.com	Email
U.S. Attorney for the District of Delaware	U.S. Attorney for Delaware	Attn: David C. Weiss & Ellen Slights U.S. Attorney's Office 1313 N Market Street, Suite 400 Wilmington DE 19801	302-573-6220		Facsimile
Securities and Exchange Commission	U.S. Securities and Exchange Commission - Headquarters	Secretary of the Treasury 100 F. Street NE Washington DC 20549		secbankruptcy@sec.gov	Email
Counsel to Sangamon North LLC, the Commons at Southpark LLC	Weltman, Weinberg & Reis Co. LPA	Attn: Geoffrey J. Peters 5475 Rings Road Suite 200 Dublin OH 43017		bronationalecf@weltman.com	Email

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DESCRIPTION	NAME	ADDRESS	FAX	EMAIL	METHOD OF SERVICE
Counsel to Ad Hoc Group of Freedom Lenders	White & Case LLP	Attn: J. Christopher Shore, Samuel P. Hershey, Andrew Zatz, Erin Smith, Brett Bakemeyer 1221 Avenue of the Americas New York NY 10020-1095		cshore@whitecase.com sam.hershey@whitecase.com azatz@whitecase.com erin.smith@whitecase.com brett.bakemeyer@whitecase.com	Email
Counsel to the Second Lien Secured Parties; HoldCo Lenders, Ad Hoc Group of Freedom Lenders	White & Case LLP	Attn: Thomas Lauria 200 South Biscayne Boulevard, Suite 4900 Miami FL 33131		tlauria@whitecase.com	Email
Counsel to the Second Lien Secured Parties; HoldCo Lenders	White & Case LLP	Attn: Bojan Guzina 111 S. Wacker Dr., Suite 5100 Chicago IL 60606		bojan.guzina@whitecase.com	Email
Counsel to Debtors and Debtors In Possession	Willkie Farr & Gallagher LLP	Attn: Debra M. Sinclair, Matthew A. Feldman, Betsy L. Feldman, Joseph R. Brandt 787 Seventh Avenue New York NY 10019		dsinclair@willkie.com mfeldman@willkie.com bfeldman@willkie.com jbrandt@willkie.com	Email
Counsel to Debtors and Debtors In Possession	Young Conaway Stargatt & Taylor, LLP	Attn: Edmon L. Morton, Matthew B. Lunn, Allison S. Mielke, Shella Borovinskaya Rodney Square 1000 N. King Street Wilmington DE 19801		emorton@ycst.com mlunn@ycst.com amielke@ycst.com sborovinskaya@ycst.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Azalea Joint Venture, LLC, Brixmor Operating Partnership LP, Continental Realty Corporation, Federal Realty OP LP, FR Grossmont, LLC, Prime/FRIT Mission Hills, LLC, and ShopOne Centers REIT, Inc.	Ballard Spahr LLP	Attn: Leslie C. Heilman, Laurel D. Roglen, Margaret A. Vesper 919 North Market Street 11th Floor Wilmington DE 19801	heilmanl@ballardspahr.com roglenl@ballardspahr.com vesperm@ballardspahr.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Kevin M. Newman Barclay Damon Tower 125 East Jefferson Street Syracuse NY 13202	knewman@barclaydamon.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Niclas A. Ferland 545 Long Wharf Drive Ninth Floor New Haven CT 06511	nferland@barclaydamon.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Scott L. Fleischer 1270 Avenue of the Americas Suite 501 New York NY 10020	sfleischer@barclaydamon.com	Email
Counsel to Drink LMNT, Inc.	Barnes & Thornburg LLP	Attn: Kevin G. Collins 222 Delaware Avenue, Suite 1200 Wilmington DE 19801	kevin.collins@btlaw.com	Email
Counsel to Elanco US Inc.	Barnes & Thornburg LLP	Attn: Kevin G. Collins, Mark R. Owens 222 Delaware Avenue, Suite 1200 Wilmington DE 19801	kevin.collins@btlaw.com mark.owens@btlaw.com	Email
Counsel for Kin Properties, Inc., Jefan LLC, Aberdeen Oklahoma Associates, Pasan LLC, Esan LLC, Fundamentals Company LLC, Muffrey LLC, Fundamentals Company, Kinpark Associates, Laurie Industries Inc., Alisan Trust, Diajeff Trust, Stowsan Limited Partnership, Esue LLC, Alisan LLC, and Roseff LLC	Bayard, P.A.	Attn: Ericka F. Johnson 600 N. Market Street, Suite 400 Wilmington DE 19801	ejohnson@bayardlaw.com	Email
Counsel to Babson Macedonia Partners, LLC	Benesch Friedlander Coplan & Aronoff LLP	Attn: Kevin M. Capuzzi, Juan E. Martinez 1313 North Market Street, Suite 1201 Wilmington DE 19801-6101	kcapuzzi@beneschlaw.com jmartinez@beneschlaw.com	Email
Counsel to Brian Gale, Mark Noble, Terry Philippas, and Lawrence Bass	Bernstein Litowitz Berger & Grossmann LLP	Attn: Benjamin Potts, Mae Oberste 500 Delaware Avenue Suite 901 Wilmington DE 19801	benjamin.potts@blbglaw.com mae.oberste@blbglaw.com	Email
Counsel to Brian Gale, Mark Noble, Terry Philippas, and Lawrence Bass	Bernstein Litowitz Berger & Grossmann LLP	Attn: Jeroen van Kwawegen, Thomas James 1251 Avenue of the Americas New York NY 10020	jeroen@blbglaw.com thomas.james@blbglaw.com	Email
Counsel to Doctor's Best Inc	Blakeley LC	Attn: Scott Blakeley 530 Technology Drive Suite 100 Irvine CA 92618	SEB@BlakeleyLC.com	Email
Counsel for Wilmington Trust, National Association, as Prepetition First Lien Agent and DIP Agent	Blank Rome LLP	Attn: Michael B. Schaedle, Stanley B. Tarr, Jordan L. Williams 1201 N. Market Street, Suite 800 Wilmington DE 19801	mike.schaedle@blankrome.com stanley.tarr@blankrome.com jordan.williams@blankrome.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Brian Gale, Mark Noble, Terry Philippas, and Lawrence Bass	Block & Leviton, LLP	Attn: Kimberly A. Evans, Irene R. Lax 222 Delaware Ave Suite 1120 Wilmington DE 19801	kim@blockleviton.com irene@blockleviton.com	Email
Counsel to Brookfield Properties Retail Inc	Brookfield Properties Retail Inc	Attn: Kristen N. Pate 350 N. Orleans Street Suite 300 Chicago IL 60654-1607	bk@bpretail.com	Email
Counsel to Oracle America, Inc	Buchalter, A Professional Corporation	Attn: Shawn M. Christianson 425 Market Street, Suite 2900 San Francisco CA 94105-3493	schristianson@buchalter.com	Email
Counsel to Comenity Capital Bank, CTO24 Carolina LLC, as successor in interest to DDR Carolina Pavilion, LP, Sylvan Park Apartments, LLC	Burr & Forman LLP	Attn: J. Cory Falgowski 222 Delaware Avenue, Suite 1030 Wilmington DE 19801	jfalgowski@burr.com	Email
Counsel for CTO24 Carolina LLC, as successor in interest to DDR Carolina Pavilion, LP, Sylvan Park Apartments, LLC	Burr & Forman LLP	Attn: Ellsworth Summers, Jr., Dana L. Robbins 50 North Laura Street, Suite 3000 Jacksonville FL 32202	esummers@burr.com drobbins@burr.com	Email
Counsel to Comenity Capital Bank	Burr & Forman LLP	Attn: James H. Haithcock, III 420 N. 20th Street, Suite 3400 Birmingham AL 35203	jhaithcock@burr.com	Email
Counsel to 3644 Long Beach Road LLC	Certilman Balin Adler & Hyman, LLP	Attn: Richard J. McCord 90 Merrick Avenue 9th Floor East Meadow NY 11554	rmccord@certilmanbalin.com	Email
Counsel to Hilco Merchant Resources, LLC	Chipman Brown Cicero & Cole, LLP	Attn: Mark L. Desgrosses Hercules Plaza 1313 North Market St, Suite 5400 Wilmington DE 19801	desgross@chipmanbrown.com	Email
Counsel to Crossroads Centre II, LLC, Surprise Towne Center Holdings, LLC, and VS Tempe, LLC	Clark Hill PLC	Attn: Audrey L. Hornisher 901 Main Street, Suite 6000 Dallas TX 75202	ahornisher@clarkhill.com	Email
Counsel to Crossroads Centre II, LLC, Surprise Towne Center Holdings, LLC, and VS Tempe, LLC	Clark Hill PLC	Attn: Karen M. Grivner 824 N. Market Street, Suite 710 Wilmington DE 19801	kgrivner@clarkhill.com	Email
Counsel to Missouri Boulevard Investment Company	Cook, Vetter, Doerhoff & Landwehr, P.C.	Attn: John D. Landwehr 231 Madison Street Jefferson City MO 65101	jlandwehr@cvdl.net	Email
Counsel to County of Loudoun, Virginia	County of Loudoun, Virginia	Attn: Belkys Escobar One Harrison Street, SE, 5th Floor PO Box 7000 Leesburg VA 20177-7000	belkys.escobar@loudoun.gov	Email
Counsel to Krober Supply Chain US, Inc	Cowles & Thompson, P.C.	Attn: William L. Siegel 901 Main Street, Suite 3900 Dallas TX 75202	bsiegel@cowlesthompson.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to the Prophecy Settlement-related Liquidating Trust 2022-23	Cozen O'Connor	Attn: Brian L. Shaw 123 North Wacker Drive Suite 1800 Chicago IL 60606	bshaw@cozen.com	Email
Counsel to the Prophecy Settlement-related Liquidating Trust 2022-23	Cozen O'Connor	Attn: Marla S. Benedek, Kaan Ekiner 1201 N. Market Street Suite 1001 Wilmington DE 19801	mbenedek@cozen.com kekiner@cozen.com	Email
Counsel to Woodbolt Distribution, LLC, Glanbia Performance Nutrition, Inc., Sunwarrior Ventures LLC d/b/a Sunwarrior LLC and Sun Brothers, LLC	Cross & Simon, LLC	Attn: Christopher P. Simon 1105 North Market Street, Suite 901 Wilmington DE 19801	csimon@crosslaw.com	Email
Counsel to Kawips Delaware Cuyahoga Falls, LLC	Cross & Simon, LLC	Attn: Kevin S. Mann 1105 North Market Street, Suite 901 Wilmington DE 19801	kmann@crosslaw.com	Email
Counsel to Kings Mountain Investments, Inc.	Dentons Sirota PC	Attn: Stephen B. Porterfield 2311 Highland Avenue South P.O. Box 55727 Birmingham AL 35255-5727	stephen.porterfield@dentons.com	Email
Counsel to Ahuja Development LLC	Duane Morris LLP	Attn: Christopher M. Winter, James C. Carignan 1201 N. Market Street, Suite 501 Wilmington DE 19801	cmwinter@duanemorris.com jccarignan@duanemorris.com	Email
Counsel to United Parcel Service, Inc. and its subsidiaries and affiliates	Faegre Drinker Biddle & Reath LLP	Attn: Michael T. Gustafson 320 South Canal Street, Suite 3300 Chicago IL 60606	mike.gustafson@faegredrinker.com	Email
Counsel to United Parcel Service, Inc. and its subsidiaries and affiliates	Faegre Drinker Biddle & Reath LLP	Attn: Patrick A. Jackson 222 Delaware Avenue, Suite 1410 Wilmington DE 19801	patrick.jackson@faegredrinker.com	Email
Counsel to Ad Hoc Group of Freedom Lenders	Farnan LLP	Attn: Brian E. Farnan, Michael J. Farnan 919 North Market Street 12th Floor Wilmington DE 19801	bfarnan@farnanlaw.com mfarnan@farnanlaw.com	Email
Counsel for WPG Legacy, LLC	Frost Brown Todd LLP	Attn: Erin P. Severini, Joy D. Kleisinger 3300 Great American Tower 301 East Fourth Street Cincinnati OH 45202	eseverini@fbtlaw.com jkleisinger@fbtlaw.com	Email
Counsel for Cintas Corporation No. 2	Frost Brown Todd LLP	Attn: Sloane B. O'Donnell Union Trust Building 501 Grant Street, Suite 800 Pittsburgh PA 15219	sodonnell@fbtlaw.com	Email
Counsel to ACAR Leasing LTD d/b/a GM Financial Leasing	GM Financial Leasing	Attn: Lorenzo Nunez PO Box 183853 Arlington TX 76096	Customer.service.bk@gmfinancial.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Arizona Nutritional Supplements	Greenberg Traurig, LLP	Attn: Anthony W. Clark, Dennis A. Meloro 222 Delaware Avenue Suite 1600 Wilmington DE 19801	Anthony.Clark@gtlaw.com Dennis.Meloro@gtlaw.com	Email
Counsel to Harris County, Harris County Flood Control District, Harris County Port of Houston Authority, Harris County Hospital District, and Harris County Department of Education (hereinafter "Harris County")	Harris County Attorney's Office	Susan Fuertes Attn: Property Tax Division P.O. Box 2848 Houston TX 77252	taxbankruptcy.cao@harriscountytx.gov	Email
Counsel to Alter Domus (US) LLC	Holland & Knight LLP	Attn: Phillip W. Nelson 150 N. Riverside Plaza, Suite 2700 Chicago IL 60606	phillip.nelson@hklaw.com	Email
IRS Insolvency Section	Internal Revenue Service	Centralized Insolvency Operation P.O. Box 7346 Philadelphia PA 19101-7346		First Class Mail
Counsel to BCDC Portfolio Owner LLC, BCHQ Owner LLC, Brookfield Properties Retail, Inc., Curbline Properties Corp., First Washington Realty, GCP Boom LLC, JLL Property Management (Franklin Mall), Kite Realty Group, L.P., NNN REIT, Inc., Regency Centers, L.P., Shamrock A. Owner LLC, and SITE Centers Corp.	Kelley Drye & Warren LLP	Attn: Robert L. LeHane, Jennifer D. Raviele, Allison Selick 3 World Trade Center 175 Greenwich Street New York NY 10007	KDWBankruptcyDepartment@kelleydrye.com rlehane@kelleydrye.com jraviele@kelleydrye.com aselick@kelleydrye.com	Email
Counsel to Ken Burton, Jr., Manatee County Tax Collector	Ken Burton, Jr., Manatee County Tax Collector	Attn: Michelle Leeson, Paralegal, Collections Specialist, CFCA 1001 3rd Ave W, Suite 240 Brandenton FL 34205-7863	legal@taxcollector.com	Email
Counsel to Frontier Bel Air LLC, Frontier Dania LLC, Frontier Osceola LLC, Frontier Dover LLC, Frontier Kissimmee LLC	Kerrick Bachert PSC	Attn: Scott A. Bachert 1411 Scottsville Road P. O. Box 9547 Bowling Green KY 42102-9547		First Class Mail
Counsel to Brian Gale, Mark Noble, Terry Philippas, and Lawrence Bass	Kessler Topac Meltzer & Check LLP	Attn: J. Daniel Albert, Michael McCutcheon 280 King of Prussia Rd Radnor PA 19087	dalbert@ktmc.com mmccutcheon@ktmc.com	Email
Counsel to Blue Owl Real Estate Capital LLC, BCDC Portfolio Owner LLC, and BCHQ Owner LLC	Kirkland & Ellis LLP Kirkland & Ellis International LLP	Attn: Connor K. Casas 333 West Wolf Point Plaza Chicago IL 60654	connor.casas@kirkland.com	Email
Counsel to Blue Owl Real Estate Capital LLC, BCDC Portfolio Owner LLC, and BCHQ Owner LLC	Kirkland & Ellis LLP Kirkland & Ellis International LLP	Attn: Steven N. Serajeddini P.C. 601 Lexington Avenue New York NY 10022	steven.serajeddini@kirkland.com	Email
Counsel to Blue Owl Real Estate Capital LLC, BCDC Portfolio Owner LLC, and BCHQ Owner LLC	Klehr Harrison Harvey Branzburg LLP	Attn: Domenic E. Pacitti 919 N. Market Street, Suite 1000 Wilmington DE 19801-3062	dpacitti@klehr.com	Email
Counsel to Blue Owl Real Estate Capital LLC, BCDC Portfolio Owner LLC, and BCHQ Owner LLC	Klehr Harrison Harvey Branzburg LLP	Attn: Morton R. Branzburg 1835 Market Street, Suite 1400 Philadelphia PA 19103	mbranzburg@klehr.com	Email
Counsel to Oxford Valley Road Associates, L.P.	Kurtzman Steady LLC	Attn: Jeffrey Kurtzman 101 N. Washington Avenue Suite 4A Margate NJ 08402	kurtzman@kurtzmansteady.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to the Ad Hoc Group of First Lien Lenders and DIP Lenders	Landis Rath & Cobb LLP	Attn: Adam G. Landis, Matt McGuire, Elizabeth Rogers 919 Market Street Suite 1800 P.O. Box 2087 Wilmington DE 19801	landis@lrclaw.com mcguire@lrclaw.com erogers@lrclaw.com	First Class Mail and Email
Counsel to JPMorgan Chase Bank, N.A., as Prepetition ABL Agent	Latham & Watkins LLP	Attn: Andrew Sorkin 555 Eleventh Street NW Suite 1000 Washington DC 20004	andrew.sorkin@lw.com	Email
Counsel to JPMorgan Chase Bank, N.A., as Prepetition ABL Agent	Latham & Watkins LLP	Attn: James Ktsanes, Timothy Beau Parker 330 N Wabash Avenue Suite 2800 Chicago IL 60611 Canada	james.ktsanes@lw.com beau.parker@lw.com	Email
Counsel to the ABL Secured Parties	Latham & Watkins LLP	Attn: Jennifer Ezring, James Ktsanes, Andrew Sorkin 1271 Avenue of the Americas New York NY 10020	Jennifer.Ezring@lw.com James.Ktsanes@lw.com andrew.sorkin@lw.com	First Class Mail and Email
Counsel to BCDC Portfolio Owner LLC, BCHQ Owner LLC, Brookfield Properties Retail, Inc., Curbline Properties Corp., First Washington Realty, GCP Boom LLC, JLL Property Management (Franklin Mall), Kite Realty Group, L.P., NNN REIT, Inc., Regency Centers, L.P., Shamrock A. Owner LLC, and SITE Centers Corp.	Law Office of Susan E. Kaufman	Attn: Susan E. Kaufman 919 N. Market Street, Suite 460 Wilmington DE 19801	skaufman@skaufmanlaw.com	Email
Counsel to Nueces County, McLennan County, Kerr County, Hidalgo County, City of McAllen	Linebarger Goggan Blair & Sampson, LLP	Attn: Diane W. Sanders PO Box 17428 Austin TX 78760-7428	austin.bankruptcy@lgb.com	Email
Counsel to Bexar County, City of El Paso	Linebarger Goggan Blair & Sampson, LLP	Attn: Don Stecker 112 E. Pecan Street, Suite 2200 San Antonio TX 78205	sanantonio.bankruptcy@lgb.com	Email
Counsel to Dallas County	Linebarger Goggan Blair & Sampson, LLP	Attn: John K. Turner 2777 N. Stemmons Freeway Suite 1000 Dallas TX 75207	dallas.bankruptcy@lgb.com	Email
Counsel to Hopkins County, Kaufman County, Sulphur Springs ISD, Rockwall CAD, Tarrant County, Navarro County, Smith County, Ellis County, City of Sulphur Springs, Wise County, Tom Green CAD, Grayson County, Gregg County, Prosper ISD, Town of Prosper, City of Carrollton, Northwest ISD, City of Allen, City of Wylie, Lewisville ISD, Allen ISD, City of Frisco, Irving ISD, Parker CAD	Linebarger Goggan Blair & Sampson, LLP	Attn: John Kendrick Turner 3500 Maple Avenue Suite 800 Dallas TX 75219	dallas.bankruptcy@lgb.com	Email
Counsel to Cypress-Fairbanks ISD, Harris County, Galveston County, Montgomery County, Ford Bend County, Katy ISD, Harris CO ESD # 08, City of Houston, Montgomery County, Harris CO ESD # 48, Lone Star College System, Harris CO ESD # 16, Harris CO ESD # 11, Houston ISD, Galveston County, Harris CO ESD # 09, Cypress-Fairbanks ISD, Deer Park ISD, Fort Bend County, Houston Comm Coll System, City of Pasadena, Jefferson County	Linebarger Goggan Blair & Sampson, LLP	Attn: Tara L. Grundemeier PO Box 3064 Houston TX 77253-3064	houston_bankruptcy@lgb.com	Email
Counsel to Woodbolt Distribution, LLC, Glanbia Performance Nutrition, Inc., Sunwarrior Ventures LLC d/b/a Sunwarrior LLC and Sun Brothers, LLC	Lowenstein Sandler LLP	Attn: Michael S. Etkin, Michael Papandrea One Lowenstein Drive Roseland NJ 07068	metkin@lowenstein.com mpapandrea@lowenstein.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County	McCreary, Veselka, Bragg, & Allen, P.C.	Attn: Julie Anne Parsons 700 Jeffrey Way, Suite 100 Round Rock TX 78665	jparsons@mvalaw.com	Email
Counsel to Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County	McCreary, Veselka, Bragg, & Allen, P.C.	Attn: Julie Anne Parsons P.O. Box 1269 Round Rock TX 78680-1269	jparsons@mvalaw.com	Email
Counsel to Parm Golf Center LLC	McKenna Storer	Attn: David A. Shapiro 33 N. LaSalle Street Suite 1400 Chicago IL 60602	dshapiro@mckenna-law.com service@mckenna-law.com	Email
Counsel to Prince George's County, Maryland	Meyers, Rodbell & Rosenbaum, P.A.	Attn: Nicole C. Kenworthy 6801 Kenilworth Avenue, Suite 400 Riverdale MD 20737-1385	bdept@mrrlaw.net	Email
Counsel to New Westgate Mall LLC	Mirick, O'Connell, DeMallie & Lougee, LLP	Attn: Joseph H. Baldiga, Shannah L. Colbert 1800 West Park Dr., Suite 400 Westborough MA 01581	jbaldiga@mirickoconnell.com scolbert@mirickoconnell.com	Email
Counsel to Kimco Realty Corporation, 2205 Federal Investors, LLC	Monzack Mersky and Browder, P.A.	Attn: Rachel B. Mersky 1201 N. Orange Street, Suite 400 Wilmington DE 19801	rmersky@monlaw.com	Email
Counsel for RCG-PSC Camp Creek Owner, LLC, University Realty Associates, LLC	Morris James LLP	Attn: Carl N. Kunz, III, Christopher M. Donnelly 500 Delaware Avenue, Suite 1500 Wilmington DE 19801	ckunz@morrisjames.com cdonnelly@morrisjames.com	Email
Counsel to BC Exchange Salt Pond	Munsch Hardt Kopf & Harr, P.C.	Attn: Deborah M. Perry 500 N. Akard Street Suite 4000 Dallas TX 75201-6659	dperry@munsch.com	Email
United States Trustee for the District of Delaware	Office of the United States Trustee for the District of Delaware	Attn: Timothy J. Fox, Esq 844 King Street, Suite 2207 Lockbox 35 Wilmington DE 19801	timothy.fox@usdoj.gov	First Class Mail and Email
Counsel to Rockfirm, LLC	Offit Kurman, PA	Attn: Brian J. McLaughlin 222 Delaware Avenue Suite 1105 Wilmington DE 19801	Brian.McLaughlin@offitkurman.com	Email
Counsel to Oklahoma County Treasurer	Oklahoma County Treasurer	Attn: Tammy Jones 320 Robert S. Kerr Room 307 Oklahoma City OK 73102	tammy.jones@oklahomacounty.org	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to the Official Committee of Unsecured Creditors	Pachulski Stang Ziehl & Jones LLP	Attn: Bradford J. Sandler, Colin R. Robinson 919 North Market Street, 17th Floor P.O. Box 8705 Wilmington DE 19899-8705	bsandler@pszjlaw.com crobinson@pszjlaw.com	Email
Counsel to the Official Committee of Unsecured Creditors	Pachulski Stang Ziehl & Jones LLP	Attn: Robert J. Feinstein, Alan J. Kornfeld, Theodore S. Heckel 780 Third Avenue, 34th Floor New York NY 10017	rfeinstein@pszjlaw.com akornfeld@pszjlaw.com theckel@pszjlaw.com	Email
Counsel to Brian Gale, Mark Noble, Terry Philippas, and Lawrence Bass	Pashman Stein Walder Hayden, PC	Attn: Joseph C. Barsalona II 824 North Market Street Suite 800 Wilmington DE 19801	jbarsalona@pashmanstein.com	Email
Counsel to the Ad Hoc Group of First Lien Lenders and DIP Lenders	Paul Hastings LLP	Attn: Jayme Goldstein, Jeremy Evans, Isaac Sasson, Daniel Fliman 200 Park Avenue New York NY 10166	jaymegoldstein@paulhastings.com jeremyevans@paulhastings.com isaacsasson@paulhastings.com danfliman@paulhastings.com	First Class Mail and Email
Counsel to the Ad Hoc Group of First Lien Lenders and DIP Lenders	Paul Hastings LLP	Attn: Nicholas A. Bassett 2050 M Street NW Washington DC 20036	nicholasbassett@paulhastings.com	Email
Counsel to Brownsville Independent School District	Perdue, Brandon, Fielder, Collins & Mott, L.L.P	Attn: Hiram Gutierrez P.O. Box 2916 McAllen TX 78502	edinburgbankruptcy@pbfc.com	Email
Counsel to Lubbock Central Appraisal District Midland County	Perdue, Brandon, Fielder, Collins & Mott, L.L.P	Attn: Laura J. Monroe PO Box 817 Lubbock TX 79408	lmbkr@pbfc.com	Email
Counsel to Kerrville Independent School District, Copperas Cove Independent School District	Perdue, Brandon, Fielder, Collins & Mott, L.L.P	Attn: Sergio E. Garcia 3301 Northland Drive Suite 505 Austin TX 78731	sgarcia@pbfc.com	Email
Counsel to Magnolia Independent School District and City of Montgomery	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Melissa E. Valdez 1235 North Loop West Suite 600 Houston TX 77008	mvaldez@pbfc.com	Email
Counsel to Potter County Tax Office and Randall County Tax Office	Perdue, Brandon, Fielder, Collins and Mott, L.L.P.	Attn: Alycia Córdova P.O. Box 9132 Amarillo TX 79105	acordova@pbfc.com amabkr@pbfc.com	Email
Counsel for Champion Petfoods USA Inc., Mars Petcare US, Inc. and Mars Fishcare North America, Inc.	Polsinelli PC	Attn: Elisa Hyder Three Logan Square 1717 Arch Street, Suite 2800 Philadelphia PA 19103	ehyder@polisinelli.com	Email
Counsel for Champion Petfoods USA Inc., Mars Petcare US, Inc. and Mars Fishcare North America, Inc.	Polsinelli PC	Attn: Shanti M. Katona, Katherine M. Devaney 222 Delaware Avenue, Suite 1101 Wilmington DE 19801	skatona@polisinelli.com kdevaney@polisinelli.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to JPMorgan Chase Bank, N.A., as Prepetition ABL Agent	Potter Anderson & Corroon LLP	Attn: Jeremy W. Ryan, Brett M. Haywood, Ethan H. Sulik 1313 N. Market Street 6th Floor Wilmington DE 19801	jryan@potteranderson.com bhaywood@potteranderson.com esulik@potteranderson.com	Email
Counsel to Whirlpool Corporation	Quarles & Brady LLP	Attn: L. Kate Mason 411 E. Wisconsin Avenue Suite 2400 Milwaukee WI 53202	Katie.Mason@quarles.com	Email
Counsel to B. Riley Principal Investments, LLC and its affiliates	Richards Layton & Finger PA	Attn: John H. Knight, Amanda R. Steele, Alexander R. Steiger One Rodney Square 920 North King Street Wilmington DE 19801	knight@rlf.com steele@rlf.com steiger@rlf.com	Email
Counsel to Hilco Merchant Resources, LLC	Riener & Braunstein LLP	Attn: Steven Fox Times Square Tower Suite 2506 Seven Times Square New York NY 10036		First Class Mail
Counsel to Atlantic Plaza Station LLC, Edgewood Station LLC, Fairlawn Station LLC, Harvest Station LLC, Village Mooresville Station LLC, Fairfield Station LLC, Lakewood (Ohio) Station LLC, Shoregate Station LLC, Hartville Station LLC, Jensen Beach Station LLC, Chapel Hill North Station LLC, Five Town Station LLC, Golden Station LLC, Hamilton Ridge Station LLC, Hampton Village Station LLC, Memorial Kirkwood Station LLC, Orchard Square Station LLC, Rainbow Station North LLC, Southfield Station LLC, Stone Gate Station LLC, Valrico Station LLC, Wheat Ridge Station LLC, Summerville Station LLC, and Phillips Edison & Company, Beral, LLLP, Laurel Lakes, LLC	Saul Ewing LLP	Attn: Monique B. DiSabatino, Mark Minuti 1201 North Market Street, Suite 2300 P.O. Box 1266 Wilmington DE 19899	monique.disabatino@saul.com mark.minuti@saul.com	Email
Counsel to Atlantic Plaza Station LLC, Edgewood Station LLC, Fairlawn Station LLC, Harvest Station LLC, Village Mooresville Station LLC, Fairfield Station LLC, Lakewood (Ohio) Station LLC, Shoregate Station LLC, Hartville Station LLC, Jensen Beach Station LLC, Chapel Hill North Station LLC, Five Town Station LLC, Golden Station LLC, Hamilton Ridge Station LLC, Hampton Village Station LLC, Memorial Kirkwood Station LLC, Orchard Square Station LLC, Rainbow Station North LLC, Southfield Station LLC, Stone Gate Station LLC, Valrico Station LLC, Wheat Ridge Station LLC, Summerville Station LLC, and Phillips Edison & Company	Saul Ewing LLP	Attn: Turner N. Falk Centre Square West 1500 Market Street, 38th Floor Philadelphia PA 19102	turner.falk@saul.com	Email
Securities and Exchange Commission	Securities & Exchange Commission - NY Office	Attn: Bankruptcy Department Brookfield Place 200 Vesey Street, Suite 400 New York NY 10281-1022	bankruptcynoticeschr@sec.gov nyrobankruptcy@sec.gov	First Class Mail and Email
Securities and Exchange Commission	Securities & Exchange Commission - Philadelphia Office	Attn: Bankruptcy Department One Penn Center 1617 JFK Blvd, Suite 520 Philadelphia PA 19103	secbankruptcy@sec.gov	First Class Mail and Email
Counsel to Shanri Holdings Corporation	Sessions, Fishman & Nathan, LLC	Attn: J. David Forsyth 400 Poydras Street Suite 2550 New Orleans LA 70130	jdf@sessions-law.com	Email

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 Core/2002 Service List
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to the DIP Agent, Wilmington Trust, National Association, as Prepetition First Lien Agent and DIP Agent	Seward & Kissel LLP	Attn: Gregg Bateman, Sagar Patel, Michael Danenberg, John R. Ashmead, Gregg S. Bateman, Andrew J. Matott One Battery Park Plaza New York NY 10004	bateman@sewks.com patel@sewks.com dankenbergs@sewks.com ashmead@sewks.com bateman@sewks.com matott@sewks.com	First Class Mail and Email
Counsel to Sayville Plaza Development, LLC	Shipman & Goodwin LLP	Attn: Eric S. Goldstein One Constitution Plaza Hartford CT 06103-1919	egoldstein@goodwin.com bankruptcy@goodwin.com bankruptcyparalegal@goodwin.com	Email
Counsel to ShopCore Properties and its related entities	ShopCore Properties	Attn: William F. McDonald III 10920 Via Frontera, Suite 220 San Diego CA 92127	wmcdonald@shopcore.com	Email
Counsel to Simon Property Group, Inc. and its related entities	Simon Property Group, Inc.	Attn: Ronald M. Tucker 225 West Washington Street Indianapolis IN 46204	rtucker@simon.com	Email
Counsel to Paoli Shopping Center Limited Partnership, Phase II	Sirlin Lesser & Benson, P.C.	Attn: Dana S. Plon 123 South Broad Street, Suite 2100 Philadelphia PA 19109	dplon@sirlinlaw.com	Email
Counsel to Peoria Rental Properties, LLC	Stark & Stark, P.C.	Attn: Joseph H. Lemkin PO Box 5315 Princeton NJ 08543	jlemkin@stark-stark.com	Email
Counsel to Dell Financial Service L.L.C.	Streusand, Landon Ozburn & Lemmon, LLP	Attn: Sabrina L. Streusand 1801 S. MoPac Expressway, Suite 320 Austin TX 78746	streusand@slollp.com	Email
Counsel to Whirlpool Corporation	Sullivan Hazeltine Allinson LLC	Attn: William A. Hazeltine 919 N. Market Street Suite 420 Wilmington DE 19801	whazeltine@sha-llc.com	Email
Counsel to Raymond Leasing Corporation	Swanson, Martin & Bell, LLP	Attn: Charles S. Stahl, Jr. 2525 Cabot Drive Suite 204 Lisle IL 60532	cstahl@smbtrials.com	Email
Counsel for Kin Properties, Inc., Jefan LLC, Aberdeen Oklahoma Associates, Pasan LLC, Esan LLC, Fundamentals Company LLC, Muffrey LLC, Fundamentals Company, Kinpark Associates, Laurie Industries Inc., Alisan Trust, Diajeff Trust, Stowsan Limited Partnership, Esue LLC, Alisan LLC, and Roseff LLC	Tayman Lane Chaverri LLP	Attn: Jeffrey Rhodes 2001 L Street, NW, Suite 500 Washington DC 20036	jrhodes@tlclawfirm.com	Email
Counsel to Creditor, Parkridge Center Retail, LLC	Tenenbaum & Saas, P.C.	Attn: Bradshaw Rost 4504 Walsh Street, Suite 200 Chevy Chase MD 20815	BRost@tspclaw.com	Email
Counsel to the Texas Comptroller of Public Accounts	Texas Attorney General's Office	Attn: Christopher S. Murphy, Assistant Attorney General Bankruptcy & Collections Division P.O. Box 12548 Austin TX 78711-2548	christopher.murphy@oag.texas.gov	Email

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 Core/2002 Service List
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to LU Candlers Station Holdings, LLC	Thompson Hine LLP	Attn: Louis F Solimine 312 Walnut Street Suite 2000 Cincinnati OH 45202-4029	Louis.Solimine@ThompsonHine.com	Email
Counsel to Northside Village Conyers, LLC	Thompson O'Brien Kappler & Nasuti PC	Attn: Michael B. Pugh 2 Sun Court, Suite 400 Peachtree Corners GA 30092	mpugh@tokn.com	Email
Counsel to The J. M. Smucker Company and Amazing Organics LLC t/a Amazing Herbs	Tydings & Rosenberg LLP	Attn: Stephen B. Gerald 200 Continental Drive, Suite 401 Newark DE 19713	sgerald@tydings.com	Email
U.S. Attorney for the District of Delaware	U.S. Attorney for Delaware	Attn: David C. Weiss & Ellen Slights U.S. Attorney's Office 1313 N Market Street, Suite 400 Wilmington DE 19801		First Class Mail
Securities and Exchange Commission	U.S. Securities and Exchange Commission - Headquarters	Secretary of the Treasury 100 F. Street NE Washington DC 20549	secbankruptcy@sec.gov	First Class Mail and Email
Counsel to Sangamon North LLC, the Commons at Southpark LLC	Weltman, Weinberg & Reis Co. LPA	Attn: Geoffrey J. Peters 5475 Rings Road Suite 200 Dublin OH 43017	bronationalecf@weltman.com	Email
Counsel to the Second Lien Secured Parties; HoldCo Lenders	White & Case LLP	Attn: Bojan Guzina 111 S. Wacker Dr., Suite 5100 Chicago IL 60606	bojan.guzina@whitecase.com	First Class Mail and Email
Counsel to Ad Hoc Group of Freedom Lenders	White & Case LLP	Attn: J. Christopher Shore, Samuel P. Hershey, Andrew Zatz, Erin Smith, Brett Bakemeyer 1221 Avenue of the Americas New York NY 10020-1095	cshore@whitecase.com sam.hershey@whitecase.com azatz@whitecase.com erin.smith@whitecase.com brett.bakemeyer@whitecase.com	Email
Counsel to the Second Lien Secured Parties; HoldCo Lenders, Ad Hoc Group of Freedom Lenders	White & Case LLP	Attn: Thomas Lauria 200 South Biscayne Boulevard, Suite 4900 Miami FL 33131	tlauria@whitecase.com	First Class Mail and Email
Counsel to Debtors and Debtors in Possession	Willkie Farr & Gallagher LLP	Attn: Debra M. Sinclair, Matthew A. Feldman, Betsy L. Feldman, Joseph R. Brandt 787 Seventh Avenue New York NY 10019	dsinclair@willkie.com mfeldman@willkie.com bfeldman@willkie.com jbrandt@willkie.com	Email
Counsel to Debtors and Debtors in Possession	Young Conaway Stargatt & Taylor, LLP	Attn: Edmon L. Morton, Matthew B. Lunn, Allison S. Mielke, Shella Borovinskaya Rodney Square 1000 N. King Street Wilmington DE 19801	emorton@ycst.com mlunn@ycst.com amielke@ycst.com sborovinskaya@ycst.com	Email

Exhibit C

Exhibit C

Contract Parties Service List

Served via overnight mail

ADRID	NAME	ADDRESS	CITY	STATE	POSTAL CODE
29479697	Amerco Real Estate Company	Attn General Counsel 2727 N CENTRAL AVE SUITE 500	Phoenix	AZ	85004
29602706	Brooksville Commercial Properties LLC	Attn Ro Sarmoen co WBS Mgmt Acquisition Corp 5801 Congress Avenue Ste 219	Boca Raton	FL	33487
29740035	Jefferies LLC	Attn General Counsel 520 Madison Avenue	New York	NY	10022
29479561	Malco TIC	ATTN HALEY CARTER DAWN CASEY 3500 EASTERN BLVD	MONTGOMERY	AL	36116
29740036	Thomson Reuters Enterprise Centre GmbH	c/o West Publishing Corporation Attn: Customer Service 610 Opperman Drive P.O. Box 64833	Eagan	MN	55123-1396

Exhibit D

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Notice Parties Service List
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ADRID	Name	Address	City	State	PostalCode	Email	Method of Service
29762620	1230 Zion LLC	Attn: Bill Belford 2799 NW Second Avenue Ste. 105	Boca Raton	FL	33431		First Class Mail
29762633	30X30 34th Street Lubbock Partners, LLC	Attn: Jennifer Janecka 2009 Porterfield Way Ste. P	Upland	CA	91786		First Class Mail
29762616	4116 OBT Investments, LLC	Attn: Bill Belford 2799 NW Second Avenue Ste. 105	Boca Raton	FL	33431		First Class Mail
29762615	6001 Powerline, LLC	Attn: Andrew Naumov 1200 Wright Ave	Richmond	CA	94804		First Class Mail
29762612	900-71, LLC	Attn: David Belford 501 Morrison Rd. Ste. 100	Gahanna	OH	43230		First Class Mail
29762833	AF Newco I, LLC	Lowenstein Sandler LLP Attn: Andrew Behlmann One Lowenstein Drive	Roseland	NJ	07068	abehlmann@lowenstein.com; mp@velocityrecoveries.com	First Class Mail and Email
29762638	Alisan LLC and Roseff LLC	Attn: General Counsel 185 NW Spanish River Blvd. Ste. 100	Boca Raton	FL	33431		First Class Mail
29762611	Bane Holdings Tallahassee	Attn: Larry Bane 309 Northeast 22nd Street	Wilton Manors	FL	33305		First Class Mail
29762621	Banner Parters LLC	c/o Best Real Estate Management LLC Attn: Elizabeth G. Rodriguez 601 N. Mesa Ste. 1500	El Paso	TX	79901		First Class Mail
29762635	Boatlanding Development Co., Inc.	Attn: David Sears 423 State St.	Bowling Green	KY	42102		First Class Mail

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Notice Parties Service List
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ADRID	Name	Address	City	State	PostalCode	Email	Method of Service
29762624	Bostick Development LLC	Attn: Colleen Braun 803 W Big Beaver Ste. 100	Troy	MI	48084		First Class Mail
29762634	Brierwood Village LLC	C/O TSG Realty Attn: Pamela D. Howard & Ben Stetzer 8650 Old Kings Road S STE 12	Jacksonville	FL	32217		First Class Mail
29762628	Champaign Village 2, LLC	Attn: John Carson 505 W. University Ave.	Champaign	IL	61820		First Class Mail
29762619	Daniel P. Hagaman	5700 Laurel Ridge Road	Chattanooga	TN	37416		First Class Mail
29762613	DCT Presidents Drive LLC	Attn: Chief Marketing Officer Prologis 300 S. Orange Avenue Suite 1110	Orlando	FL	32801		First Class Mail
29762614	DCT Presidents Drive LLC	Attn: General Counsel Prologis 1800 Wazee Street Suite 500	Denver	CO	80202		First Class Mail
29762637	Donna Rainwater Reece, Larry J. Rainwater, I	Attn: R. Bryan Whitmire 16806 Rogers Ave.	Fort Smith	AR	72903		First Class Mail
29762625	Ellis Chai, LLC	Attn: Tyler John 70 W Hibiscus Blvd.	Melbourne	FL	32901		First Class Mail
29762623	EXETER 1075 COBB, LLC	c/o Five Radnor Corporate Center Attn: Accounts Receivable Department 100 Matsonford Rd. Ste. 250	Radnor	PA	19087		First Class Mail
29762631	Fivel Family, LLC	Attn: John F. Sedel 1630 Donna Drive Ste. 101	Virginia Beach	VA	23451		First Class Mail

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ADR ID	Name	Address	City	State	Postal Code	Email	Method of Service
29762636	Hogan Holdings 56, LLC	C/O Hogan Real Estate Attn: W. Glenn Hogan 9300 Shelbyville Rd STE 1300	Louisville	KY	40222		First Class Mail
29762607	Lichtefield Development Trust	Attn: Marissa Coon 9300 Shelbyville Rd Ste. 1300	Louisville	KY	40222		First Class Mail
29762608	Lincoln Associates	Attn: Bob Dragin & Charles P. Hyde 5755 Granger Road Ste 825	Independence	OH	44131		First Class Mail
29762622	Marta Management, Inc.	Attn: Daniela Vargas 1124 Kane Concourse	Bay Harbor Islands	FL	33154		First Class Mail
29762618	Merchant 33, LLC	Attn: Steve Belford 6649 N. High St. Ste. LL2	Worthington	OH	43085		First Class Mail
29762626	Meredith, Inc	Attn: Craig M. Kay 707 Virginia St. East 15th Floor	Charleston	WV	25301		First Class Mail
29762610	Niagara Falls 778, LLC	Attn: Steve Belford 6649 N. High St. Ste. LL2	Worthington	OH	43085		First Class Mail
29762629	North Sky, LLC	Attn: Steve Belford 6649 N. High St. Ste. LL2	Worthington	OH	43085		First Class Mail
29762630	North Sky, LLC	David Abdo PO Box 478	Charleston	SC	29407		First Class Mail
29762617	Rodi Road 501, LLC	Attn: Steve Belford 6649 N. High St. Ste. LL2	Worthington	OH	43085		First Class Mail

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ADR ID	Name	Address	City	State	Postal Code	Email	Method of Service
29762627	Sav 150000 Abercorn LLC	Attn: Igor Mitnik & Oleg Mitnik 250 Port Street	Newark	NJ	7114		First Class Mail
29762606	SW 17th Street 1010, LLC	Attn: Steve Belford 6649 N. High St. Ste. LL2	Worthington	OH	43085		First Class Mail
29762609	TLP 4782 Muhlhauser LLC	Mike Meyers 2215 York Road Ste. 405	Oak Brook Terrace	IL	60523		First Class Mail
29762632	Weston SCIP 2, LLC	Attn: Josh Eig & James Asher 4760 Richmond Rd. Ste. 200	Cleveland	OH	44128		First Class Mail